

## ***Constitution of the HUMAINE Association***

### 1. PURPOSE & MEANS

- 1.1 The aim of the HUMAINE Association (hereafter the “Association”) is to advance knowledge and promote research and development in the field of emotion-oriented computing.
- 1.2 The Association will organize an international conference at least every two years. The conference will be called the “International Conference on Emotion-Oriented Computing” unless otherwise agreed by the Executive Committee (as defined in Article 4 below). It is hereinafter defined in this article as “the Conference”.
- 1.3 The Association maintains the HUMAINE Portal website.

### 2. ADDRESS (provisional)

- 2.1 The administrative address is:  
The HUMAINE Association  
School of Psychology  
Queen’s University Belfast,  
BelfastBT7 1PX, Northern Ireland
- 2.2 The WWW address is: <http://emotion-research.net>  
The e-mail address is: [humaine-association@emotion-research.net](mailto:humaine-association@emotion-research.net)

### 3. MEMBERS

- 3.1 A person becomes a member of the Association upon receipt of an application for membership and payment of dues (the “Member” and together referred to herein as the “Members”).
- 3.2 Each Member shall be entitled to one vote on any vote of the membership.
- 3.3 The Executive Committee (as defined in Article 4 below) may suspend or expel a Member for cause after an appropriate hearing, after written prior notice to the Member, stating the reasons therefore and after providing an opportunity for the Member within one year to be heard on the matter. The terms for suspension or expulsion should be decided and sent by written notice to the Member.
- 3.4 Any Member may resign by writing to the administrative address. Resignation does not relieve the resigning Member from any obligation owed to the Association.
- 3.5 Membership in this Association is not transferable or assignable.
- 3.6 No Member shall be personally liable for any indebtedness, obligation or liability of the Association.

### 4. EXECUTIVE COMMITTEE & MANAGEMENT BOARD

- 4.1.1 The business and affairs of the Association shall be managed by its Executive Committee (the “EC”). The EC shall be responsible for the actions performed on behalf of the Association. The EC may delegate the management of the activities of the Association to any person or persons or committee however composed, provided that the activities shall be managed under the ultimate direction of the EC.
- 4.1.2 If not specifically delegated otherwise, the EC shall delegate the management of the activities to the management board (the “MB”). The MB requires approval of initiating actions that are

not implied by earlier decisions, statutes or customs from the EC. This approval may be obtained post-hoc, but not later than six weeks after the decision has been made.

- 4.2 Members of the EC (the “EC Members”) must also be members of the Association.
- 4.3 There shall be at most and preferably 16 EC Members, 15 elected by the Members, five elected each two years, and serving six-year terms. The Editor (as defined below) of the HUMAINE Portal (the “Portal”) shall be a member of the EC.
  - 4.4.1 Immediately after the election of the new EC Members, the EC shall elect the President-elect of the MB.
  - 4.4.2 At the same occasion the EC may extend or decrease the number of positions in the MB and/or elect or re-elect members for these positions.
- 4.5 Members of the MB are also members of the EC.
- 4.6 The MB shall consist of at least four members, namely a President, a President-elect, a Secretary and a Portal Editor. The maximum number of MB members is seven.
  - 4.6.1 The President shall be responsible for coordinating the activities of the MB and initiating the consultation of the EC and shall respectively chair the meetings of the EC or the MB. The President shall represent the Association in dealing with third parties. He or she shall perform all duties as may be prescribed by the EC. He or she may assign duties to other EC Members. The term of the President shall be two years.
  - 4.6.2 The President-elect shall succeed the President. The President-elect shall take over the duties of the President when the President is not able to observe these duties. The President-elect shall be elected every two years.
  - 4.6.3 The succeeded President shall take the role of Secretary. The Secretary shall prepare the annual report of activities and finance of the Association, and the budget for the next year. The term of the Secretary shall be two years.
  - 4.6.4 The terms of the members of the MB on the EC shall be extended beyond six years if necessary to enable the completion of executive duties. The EC may extend the terms as specified in Articles 4.6.1, 4.6.2 and 4.6.3.
- 4.7 An EC Member may resign from the EC by giving written notice to the President.
- 4.8 An EC Member may be removed from the EC by vote of the EC.
- 4.9 A vacancy in the EC, or the MB shall be filled at the time of the biennial election of EC Members or at a meeting of the Association, if convenient.
- 4.10 The business of the EC shall be carried out through e-mail and other means of communication. Decisions shall be made by a majority vote of the EC Members. Proposals requiring the approval of the Members shall be specified in the notice for the annual meeting of the Members. The Secretary shall maintain a record of decisions made by the EC.

## 5. MEETINGS

- 5.1 The Association shall meet annually, either
  - At the Conference;
  - At another occasion, approved by the EC at least six months in advance;
  - Via electronic mail, organized by the MB.

Notice of the meeting shall be given in an appropriate Association publication and via electronic mail. Such notice shall set forth those matters which the EC intends to present for action by the Members. These matters include the annual reports and the budgets and, biennially the voting of the new EC Members or the MB members shall be on the agenda.

- 5.2 The meeting shall be held at a specific time and place, and five per cent of the Members shall constitute a quorum for the transaction of business at a meeting of the Members, provided, however, that if less than one-third of the Members attend then the only matters that may be voted on at that meeting are those of which notice was given. If the meeting and/or ballot is held by electronic means, one-third of the Members shall constitute a quorum.
- 5.3 Voting may take place by a show of hands at a meeting of the Members or by electronic, paper or mixed ballot. Approval at a meeting shall be by majority vote. Approval by ballot shall be by majority vote provided that the number of votes cast exceeds that which would constitute a quorum at a meeting of the Members.
- 5.4 Electronic, paper or mixed ballots shall be organised by the MB, who shall distribute one ballot to each Member, specifying the time by which the ballot must be received in order to be counted.
- 5.5 Agenda, reports, budget and other relevant documentation for the meetings should be available to the Members at least two weeks before the actual meeting or the ballot (by electronic mail) takes place. During this period all Members are allowed to comment on this documentation and specifically propose additional topics for the agenda or candidates for the EC. The MB should enable the dissemination of these comments to all other Members.
- 5.6 A meeting of EC Members may be held immediately before or after an annual meeting of Members, if requested by an EC Member.
- 5.7 The decisions made by majority vote at a Meeting of Members overrule decisions made by the EC or the MB.
6. FINANCES
- 6.1 Contracts on behalf of the Association shall be signed by the President and one other member of the MB.
- 6.2 All payments by the Association shall be made by or signed by the Secretary. For payments which are not implied by the approved budget and which are beyond the maximum amount to which the EC has given its authorization, advance permission by the EC is required. The Secretary may delegate this authority to other members of the MB.
- 6.3 The financial report and the budget for the next calendar year have to be approved by the EC before three months have passed in the calendar year of the budget.
- 6.4 The budget for the Conference shall be approved by the EC and the host institution (the "Organization Chair"). A distribution of profits and losses between the Organization Chair and the Association shall be an appendix to the agreement between the Association and the Organization Chair. The budget of the Conference is not part of the budget of the Association.
- 6.5 The EC shall determine the membership dues of the Association and the method and time of payment.
- 6.6 Any person acting in good faith for or on behalf of the Association and with the approval of the EC, shall be indemnified by the Association against any expenses incurred in connection with any claim or suit arising from that action.

## 7. THE CONFERENCE

- 7.1 The organization of the Conference may be delegated to an Organization Chair after approval by the EC of the budget of the Conference. The Organization Chair shall form an organization committee. The MB shall make an agreement on behalf of the Association and the organization committee.
- 7.2 The President of the Association shall be the conference chair of the Conference (the “Conference Chair”). The Conference Chair shall control the execution of the agreement. The President may delegate this role.
- 7.3 The MB shall appoint one or more persons as program chair for the Conference (the “Program Chair”). The Program Chair is responsible for the program and the publication of the proceedings of the Conference. The Program Chair does not need approval of any Member of the Association for decisions regarding the content of the Conference. The Program Chair shall form a program committee.

## 8. THE HUMAINE PORTAL

- 8.1 The Portal shall have an editor (the “Editor”) and at least two associate editors (the “Associate Editors”). The Editor and the Associate Editors jointly shall form the editorial board (the “Editorial Board”).
- 8.2 The Editor shall be elected or re-elected every six years by the EC. The Editorial Board of the Portal has the exclusive right to propose candidate editors.
- 8.3 The Editor shall appoint the Associate Editors.
- 8.4 The Editor shall prepare the annual financial report and a budget for the next year for the Portal, and shall have it included in the annual report and the budget of the Association.
- 8.5 The Editor is exclusively responsible for the content of Portal.

## 9. AMENDMENTS

Any Member may propose to the EC to amend, adopt or repeal any clause of this constitution. Upon a vote by two thirds of the EC Members in favour of such a proposal, it shall be placed on the agenda of the next meeting of the membership of the Association. Amendments shall be accepted by a ballot when more than two thirds of the votes of the Members are in favour.

## 10. DISSOLUTION

On dissolution of the Association, its assets remaining after payment of all debts and liabilities shall revert to UNESCO.

Signed on 5 June 2007:

Rosalind W. Picard

Marc Schröder

Roddy Cowie